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January 9, 1997

RECORDATION NO. 20261-A
JAN 9 1997 12 02 PM

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2214
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for filing and recordation pursuant to 49 U.S.C. § 11301 are one original and two executed counterparts of a Notice of Name Change of MK Rail Corporation to MotivePower Industries, Inc., a secondary document. The primary document to which it relates is the Collateral Assignment and Agreement (Locomotive Leases) recorded on September 10, 1996 under Recordation No. 20261. It relates to the railroad equipment and leases identified in the primary document.

This Notice of Name Change does not change the leases or railroad equipment subject to the primary document.

The names and addresses of the parties to the document are as follows:

Debtor/Assignor

MK Rail Corporation (former name)
1200 Reedsdale Street
Pittsburgh, PA 15233

MotivePower Industries, Inc. (new name)
1200 Reedsdale Street
Pittsburgh, PA 15233

Honorable Vernon A. Williams
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Please file and record the document with indexing under the foregoing names. We request that the Notice of Name Change be cross-indexed under both the former name -- MK Rail Corporation -- and the new name -- MotivePower Industries, Inc.

A fee of \$22.00 is enclosed for the recordation and an additional fee of \$22.00 is enclosed for cross-indexing. Please return the original and any extra copies not needed by the Board for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Notice of Name Change of MK Rail Corporation
to MotivePower Industries, Inc., effective
January 1, 1997.

Very truly yours,

A handwritten signature in black ink, reading "Timothy M. Walsh". The signature is written in a cursive, flowing style with a long horizontal stroke at the end.

Attorney for MotivePower
Industries, Inc.

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

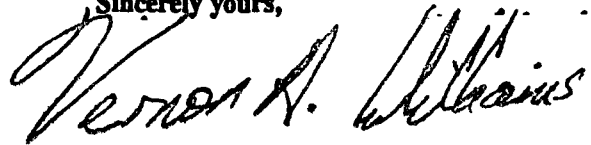
1/9/97

Timothy M. Walsh
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC., 20036-1795

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/9/97 at 2:30PM, and assigned recordation number(s). 20261-A (and cross-indexing).

Sincerely yours,

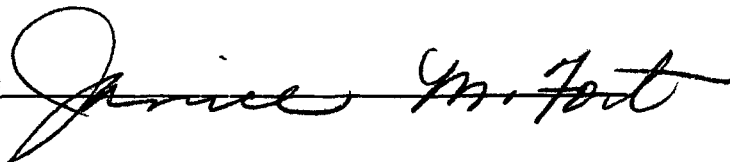


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20261-A
JAN - 9 1997 2:30 PM

NOTICE OF NAME CHANGE

PLEASE TAKE NOTICE that effective as of January 1, 1997, MK Rail Corporation has changed its name to MotivePower Industries, Inc.

By: Thomas P. Lyons
Name: Thomas P. Lyons
Title: Treasurer

ACKNOWLEDGEMENT

State of ILLINOIS
County of COOK SS:

On this 30th day of December before me personally appeared, Thomas P. Lyons, to me personally known, who being by me duly sworn, says that he is the Treasurer of MotivePower Industries, Inc. (formerly know as MK Rail Corporation), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Seka Jajic Kaplarevic
Notary Public

My Commission expires 5-14-97

